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Attorneys for Defendant Goldman Sachs Credit Partners L.P.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

OCEAN RIDGE CAPITAL ADVISORS, LLC, as
Litigation Trustee of THE MAS LITIGATION
TRUST,

Plaintiff,

v.

METROPOLITAN LIFE INSURANCE
COMPANY, THE NORTHWESTERN MUTUAL
LIFE INSURANCE COMPANY, CAPITAL
D'AMERIQUE CDPQ INC., CAISSE DE DEPOT
ET PLACEMENT DU QUEBEC, CSFB LP
HOLDING, SKOOG FAMILY INVESTMENTS.
LLC, BANCAMERICA CAPITAL INVESTORS II,
L.P., WINDWARD/PARK AB III, L.L.C.
WINDWARD CAPITAL PARTNERS L.P.,
WINDWARD CAPITAL ASSOCIATES, L.P.,
SUEZ CAPITAL PARTNERS II, L.P., INDOSUEZ
CAPITAL CO-INVEST PARTNERS, L.P. SCP II
ASSOCIATES, CREDIT SUISSE FIRST BOSTON
(USA), INC., CREDIT SUISSE FIRST BOSTON,
GOLDMAN SACHS CREDIT PARTNERS L.P.,
JEFFREY A. ANDERSON, JON F. BAKER, JOSE
R. GARCIA, ROBERT H. BARTON III, R.H.
WACASER, PETER S. MACDONALD, GARY
SWENSON, JOHN F. MAYPOLE, THOMAS
GRAHAM, DONALD A. MCKAY, HENRY A.
NICKOL, JEFFREY HODGMAN, A. KIPP
KOESTER, CRAIG VAN ESS, GURMINDER S.
BEDI, THOMAS WALKER, JACK SKOOG AND
DEAN VANEK,

Defendants.

07 CV 3213 (SAS)

MOTION TO DISMISS

Defendant Goldman Sachs Credit Partners L.P. (“GSCP”) hereby moves, pursuant to Rules 9(b), 12(b)(1), and 12(b)(6) of the Federal Rules of Civil Procedure, for an order dismissing the Complaint¹ in its entirety as to GSCP.

GSCP’s motion is based on its concurrently filed Memorandum Of Law in Support of its Motion to Dismiss and the Declaration of Paul S. Hessler and the exhibit attached thereto.

Wherefore, GSCP requests that, for the reasons set forth in the accompanying Memorandum Of Law, the Court enter an order dismissing the Complaint in its entirety as to GSCP.

Dated: New York, New York
August 17, 2007

Linklaters LLP

By: /s/ Paul S. Hessler
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Credit Partners L.P.*

¹ “Complaint” refers to the complaint filed in this action on or about April 20, 2007.